

UNITED STATES BANKRUPTCY COURT

SOUTHERN DISTRICT OF NEW YORK

IN RE: } CHAPTER 11
DELPHI CORPORATION, et al., } CASE NO. 05-44481 (RDD)
Debtors. } (Jointly Administered)

RESPONSE OF HENMAN ENGINEERING & MACHINE, INC. TO DEBTORS'
THIRTEENTH OMNIBUS OBJECTION (SUBSTANTIVE) AND CLASSIFICATION
OF CLAIMS AS "...(F) CLAIMS SUBJECT TO MODIFICATION"

Comes now Henman Engineering & Machine, Inc. by counsel Gregory A. Huffman of DeFur Voran LLP, 201 East Jackson Street – Suite 400, Muncie, IN 47305 and in response to the “Debtors’ Thirteenth Omnibus Objection (Substantive) pursuant to 11 U.S.C. §502(b) and Fed. R. Bankr. P. 3007 to certain ... (F) Claims Subject to Modification” states as follows:

1. On January 30, 2006 Henman filed its Proof of Claim 1 of 3 (Claim No. 1716) and Claim 3 of 3 (Claim No. 1714) in this court. Claim 2 of 3 (Claim No. 1715) was also filed but no objections have been raised to Henman’s Claim 2 of 3.
2. During the Debtors’ review of the Proof of Claim, the Debtors have determined that Henman’s Claim 1714 and Claim 1716 were overstated and were filed and docketed against the wrong Debtors.
3. Henman does not object to the assertion that its claims should have been filed in Case No. 005-44640 against Delphi Automotive Systems, LLC rather than in Case No. 05-44596 against Delphi Automotive Systems (Holding), Inc.
4. Henman does object to its Claim 1716 being reduced to \$214,500.00 from the original amount claimed of \$282,500.00 and its Claim 1714 being reduced to \$1,011.90 from the original amount of \$2,002.09.
5. Set forth in the Proofs of Claim previously filed with the Court was documentation sufficient to establish *prima facie* right to payment. As further explanation setting forth the reason why the Claim No. 1716 should not be disallowed is attached a 7-page summary of the factual situation explaining the purchase orders which were not accurately understood by the Debtor. Said concise statement is attached hereto, made a part hereof, and marked “Exhibit 1.”
6. The claimant affirms that its full claim in the amount of \$282,500.00 is due and owing and should be approved and paid.
7. Modified Claim 1714 disallows expedited costs for rush delivery. The invoices for the expedited costs of rush delivery are attached directly to Claim 1714 and were negotiated and paid by the Debtor

routinely prior to bankruptcy and no disallowance of negotiated expedited costs has not been paid by the Debtor pre-bankruptcy.

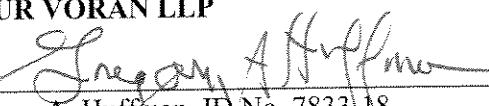
8. Claimant affirms that its full claim in the amount of \$2,002.09 is due and owing and should be approved and paid.

9. The claims filed by Henman are not contingent or fully or partially unliquidated.

10. Any response of the Debtors should be mailed to counsel for the claimant, the same being Gregory A. Huffman of DeFur Voran LLP, 201 East Jackson Street – Suite 400, Muncie, IN 47305.

WHEREFORE, the Claimant, Henman Engineering and Machine, Inc. prays the objection to the full amount of its Claim 1714 and its Claim 1716 be withdrawn and the full amount of the claims paid from the assets of the Debtor.

DeFUR VORAN LLP

By: 
Gregory A. Huffman, ID No. 7833-18
201 East Jackson Street – Suite 400
Muncie, IN 47305
Telephone: (765) 288-3651
Facsimile: (765) 288-7068

ATTORNEYS FOR CLAIMANT

The undersigned, Thomas Henman, President of Henman Engineering & Machine, Inc. states under penalties for perjury that the information contained in this response is true and correct to the best of his knowledge and belief.

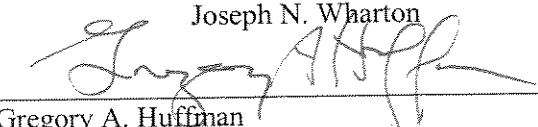

Thomas Henman, President

CERTIFICATE OF SERVICE

I hereby certify this 22nd day of May 2007 that a copy of the above and foregoing document was sent by United Parcel Service (UPS) for overnight delivery to:

Delphi Corporation
5725 Delphi Drive
Troy, Michigan 48098
Attention: General Counsel

Skadden Arps Slate Meagher and Flom, LLP
333 West Wacker Drive • Suite 2100
Chicago, IL 60606
Attention: John Wm Butler, Jr.
Joseph K. Lyons
Joseph N. Wharton


Gregory A. Huffman

Henman Engineering & Machine, Inc.
3301 W. Mt. Pleasant Blvd.
P. O. Box 2633
Muncie, IN 47307-0633
Phone: (765) 288-8098 Fax: (765) 288-5081

May 4, 2007
Greg Huffman
DeFur & Voran

Subject: Delphi claim 1 of 3 for \$282,500.00

Exhibit E-1 - Claims subject to modification shows claim as docketed to be \$282,500.00 and claim as modified as \$214,500.00 .

The difference is \$68,000 which corresponds to our invoices 85515 and 85516. Both invoices are unpaid and are due to Henman Engineering and Machine, Inc. We offer the following trail of quotes, purchase orders, and invoices for this amount of \$68,000.

1. Our quote of 12/8/2004 to Mark Putnam shows tooling costs for type 12 and type 13 front and rear heads. (copy attached) The total tooling amounts were \$56,000 for rear heads and \$80,000 for front heads. We treated this project as a single project including both type 12 and 13 parts.
2. Delphi chose to treat this project as two separate projects. As a result 4 different purchase orders were written applying $\frac{1}{2}$ of the cost for fronts to each of two separate orders and $\frac{1}{2}$ of the cost for rears to each of two separate orders. As a result we received 4 different purchase orders. They are DYS81653 , DYS81652, DYS81655, and DYS81654. (copies attached)
3. Upon completion of the project we issued 4 separate invoices. The invoices were 85280, 85515, 85281, and 85516.
4. On May 6, 2005 we received payment of \$28,000 for invoice 85280. (Delphi reference number 90049742)
5. On May 9, 2005 we received payment of \$40,000 for invoice 85281. (Delphi reference number 90049912)
6. No payment has been received for invoices 85515 and 85516. These invoices apply to type 13 front and rear heads. (Part numbers 6570299 rear head and 6570302 front head.) Delphi owes \$28,000 for invoice 85515 and \$40,000 for invoice 85516.

Thomas Henman



Henman Engineering & Machine, Inc.
3301 W. Mt. Pleasant Blvd.
P. O. Box 2633
Muncie, IN 47307-0633
Phone: (765) 288-8098 Fax: (765) 288-5081

12/8/2004

Delphi

Attn: Mark Putnam

Subject: Volume of 630/day Type 12 & Type 13 front and rear heads

Reference: Request of 12/7/04

We estimate the cost for providing machining on front and rear heads as submitted below.

| | <u>Front Head Unit Price</u> | <u>Rear Head Unit Price</u> |
|------------------------|------------------------------|-----------------------------|
| Initial Price: | \$3.280 | \$3.150 |
| Price after 18 months: | \$3.037 | \$2.908 |
| Tooling: | \$41,000 | \$24,000 |
| Gages: | \$39,000 | \$32,000 |

Start of production can be early January for Type 12 units, tooling will restrict daily output to 320 units per day. Completion of the added tooling should be done by early February to bring capacity to 640 units per day. Type 13 parts will require engineering and PPAP prior to start of production, would estimate start of production in mid February.

Terms: FOB Muncie, IN Delphi std for payment

Pricing Based on:

1. Delphi furnishing castings
2. No inbound freight
3. Delphi furnished dunnage.
4. Casting scrap to be 1% max before charge backs
5. Machine scrap to be 1% max before charge backs

6. Price does not include impregnation- impregnation prices will be available in the next few days
7. Minimum contract term of 18 months in order to provide the above pricing

If you have questions or we can be of further assistance please let us know.

Thomas Henman

DELPHIDelphi Harrison Thermal Sys.
Employer I.D. No. NY 72266343
013543

Automotive Systems

DELPHI AUTOMOTIVE SYSTEMS
HARRISON THERMAL SYSTEMS
200 UPPER MOUNTAIN RD.
LOCKPORT 14094-1896 NY
14094

PURCHASE ORDER: DYS81655

SHIP TO: DELPHI HARRISON
3535 KETTERING BLVD.
MORaine OH
45439

US

EAG DISBURSEMENT SERVICES

INVOICE TO: DELPHI HARRISON
***** NO INVOICE REQUIRED*****
P.O. BOX 1550

FLINT MI 48501-1550

PHONE (248) 874-4636 MI
US

This Number Must Appear On All Invoices, Packing Slips, Packages and Bills of Lading.
(2) copies of your packing slip must accompany each shipment item identification Number(s) must be shown on packing slips and invoices.

VENDOR NUMBER 04-610-7330
HENMAN ENGINEERING AND MACHINE
TO: 3301 MT PLEASANT BLVD
PO BOX 2633
MUNCIE IN
47307-0633

Doc 8104 Filed 05/22/07 Entered 05/30/07 16:54:12 Main Document Pg 7 of 9

| PAYMENT TERMS | | NET 2ND DAY OF 2ND MONTH | | F.O.B. SP FREIGHT COLLECT | | SHIP VIA AS DIRECTED | | SHIP VIA AS DIRECTED | | SHIP VIA AS DIRECTED | |
|---------------|------------------|----------------------------|-----------|--|-------------|----------------------|------------|----------------------|----------------|----------------------|--|
| ITEM | QUANTITY ORDERED | ITEM IDENTIFICATION NUMBER | ITEM NAME | DESCRIPTION | INFO NUMBER | DATE REQUIRED | TAX CODE/R | BASE UNIT PRICE | PRICE MULTIPLE | UNIT OF MEASURE | |
| | | | | VENDEE PAYS THE TAX DIRECT UNDER PERMIT NO. 98000620 WHEN APPLICABLE. *** SHIPPING INSTRUCTIONS FOR FREIGHT | | | | | | | |
| | | | | 1) SHIP "UPS-CONSIGNEE PROGRAM" FOR ALL GROUND PACKAGES WEIGHING 150 POUNDS OR LESS. (DELPHI AUTOMOTIVE WILL PAY THESE CHARGES DIRECTLY TO UNITED PARCEL SERVICES) IF YOU HAVE ANY QUESTIONS CONCERNING THE UPS PROGRAM CALL UPS 1-800-354-7527 OR NAO PURCHASING 810-986-6634. | | | | | | | |
| | | | | 2) SHIP "COLLECT" WITH DELPHI AUTOMOTIVE PREFERRED CARRIER FOR MATERIAL THAT EXCEEDS THE WEIGHT OF THE UPS PROGRAM. ANY QUESTIONS RELATED TO PREFERRED CARRIERS, CALL DELPHI HARRISON TRANSPORTATION DEPT., 716-439-2241, 2242, OR 2243. | | | | | | | |
| 00001 | 1 | PRO17798 001 | | TO COVER COST OF NEW TOOLS TO PRODUCE: PART NAME: CVC FRONT HEAD TYPE 13 PART NO.: 6570302/DWG. SAME PPAP ATTN: M. TRIMBUR PROJECT NO.: 1357 PROP. OF: DHTS PLATFORM: W-CAR GMX367P, 211, 231 TOOL RELEASE: 1357 TYPE OF TOOL: TOOLING & GAGES FOR FINAL | | 12/31/04 | D | 0.00% | 40000.0000 | LOT | |

A005774 USER SANDRA A TRACY

F-OLPO 1/99

CONTINUE PAGE 5
SUPPLIER

DELPHIDelphi Harrison Thermal Sys.
D-U-N-S 012839863
Employee ID. NO. NY 7226636

Automotive Systems **SHIP TO: THERMAL SYSTEMS**
DELPHI AUTOMOTIVE SYSTEMS **MORaine OH**
HARRISON THERMAL SYSTEMS **3535 KETTERING BLVD.**
200 UPPER MOUNTAIN RD.
LOCKPORT 14094-1896 NY **US**
14094

VENDOR NUMBER 04-610-7330
HENMAN ENGINEERING AND MACHINE
TO: 3301 MT PLEASANT BLVD
PO BOX 2633
MUNCIE IN
47307-0633

PURCHASE ORDER: DYS81652

This Number Must Appear On All Invoices, Packing Slips,
 Packages and Bills of Lading.
 (2) copies of your packing slip must accompany each
 shipment. Item Identification Number(s) must be shown on
 packing slips and invoices.

Invoice Attr. Accounts Payable

Do Not Declare Valuation of Express Shipments or insure
 Parcel Post.

PHONE: 716-439-2763

M. PITTMAN

Buyer

BR

INVOICE TO: DELPHI HARRISON

*****NO INVOICE REQUIRED*****

P.O. BOX 1550

FLINT MI

48501-1550

US

FAG DISBURSEMENT SERVICES

US

UAG

DISBURSEMENT SERVICES

DELPHI Automotive Systems

DELPHI HARRISON
DELPHI THERMAL SYSTEMS
SHIP TO: REMANUFACTURING BLVD
D-U-1-5 Employer I.D. NO. WV 7226636

DEPT PHI HARRISON
Delphi Harrison Harrison
D-U-N-S 012835843
Employer I.D. NO. NY 72226636

**PURCHASE
ORDER: DY**

DELPHI AUTOMOTIVE SYSTEMS | S/N# 3535 KETTERING BLVD.
 HARRISON THERMAL SYSTEMS | MORaine OH
 200 UPPER MOUNTAIN RD. | 45439
 LOCKPORT 14094-1896 NY |
 14094 | US | EAG DISBURSEMENT SER
 | INVOICE TO: * * * NO INVOICE REQUI
 VENDOR NUMBER 04-610-7330 | P.O. BOX 1550 | FLINT | FH(248) 4
 HENMAN ENGINEERING AND MACHINE | P.O. BOX 1550 | FLINT | FH(248) 4
 3301 MT PLEASANT BLVD | 48501-1550 |
 TO: PO BOX 2633 |
 MUNCIE IN |
 47307-0633 |

This addendum to the Purchase Agreement dated January 1, 2000, by and between Seller and Buyer, is made effective as of January 1, 2000.

| PAYMENT TERMS NET 30 | 2ND DAY OF 2ND MONTH | ITEM IDENTIFICATION NUMBER |
|-------------------------|----------------------|----------------------------|
| QUANTITY CREATED | | |
| ITEM SOURCE | | |
| | | PRO17799 001 |
| | | 1 |
| | | 00001 |

PRO17799 001

2

1

四〇〇

PART NAME: 6562465/DNG. SALE
PART NO.: ATTENTION M. TRIMBUR
PPAP SAMPLES:
PROP. OF DHTS
PROJECT NO.: 1357
PLATFORM: W-CAR GMX 211, 231, EPSIL
381

A.J.V. GOMES

CONTINUE PAGE

ADDITION

CONTINUE PAGE